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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION,
et al.,

Debtors.

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

**JOINDER BY SHERTHAL, LLC AND CAPREF BURBANK LLC IN THE OBJECTION
OF VARIOUS LANDLORDS TO NOTICES OF FILING REVISED PROPOSED
ORDER (I) AUTHORIZING THE ASSET PURCHASE AGREEMENT AMONG
SELLERS AND BUYER, (II) AUTHORIZING THE SALE OF CERTAIN OF THE
DEBTORS' ASSETS FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS
AND ENCUMBRANCES, (III) AUTHORIZING THE ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS, AND LEASES IN
CONNECTION THEREWITH AND (IV) GRANTING RELATED RELIEF**

Sherthal, LLC and CAPREF Burbank LLC ("Landlords"), by and through their counsel, Fox Rothschild LLP, hereby submit this joinder (the "Joinder") and join in the Objection of Landlords [Docket No. 2380] (the "Landlord Objection")¹ to the *Notice of Filing Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granted Related Relief* [Docket No. 2332] and the *Notice of Filing Second Revised Proposed Order (I) Approving the Asset Purchase Agreement*

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to such term in the Landlord Objection.

Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granted Related Relief [Docket No. 2378].

JOINDER

The Landlords join in and adopt the Landlord Objection and respectfully request that any order approving the sale of substantially all of the Debtors' business and assets to the Buyer incorporate the changes outlined in the Landlord Proposed Sale Order [Dkt. No. 2380-1].

RESERVATION OF RIGHTS

The Landlords expressly reserve the right to supplement this Joinder and make such other and further objections as it deems necessary and appropriate.

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WHEREFORE, Landlords respectfully request that (i) if the Court approves the proposed sale of substantially all of the Debtors' business and assets to the Buyer, any order approving the sale incorporate the changes outlined in the Landlord Proposed Sale Order and (ii) the Court grant to Landlords such other and further relief as is just and appropriate.

Dated: Chicago, Illinois
February 6, 2019

Respectfully submitted,

FOX ROTHSCHILD LLP

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